

**S.K. SHARMA & ASSOCIATES**  
**COMPANY SECRETARIES**

**SCRUTINIZER REPORT**

To,  
Shri Shalil Shroff  
Managing Director  
Punjab Chemicals and Crop Protection Limited  
SCO: 183, First Floor,  
Sector - 26, Madhya Marg,  
Chandigarh-160019.

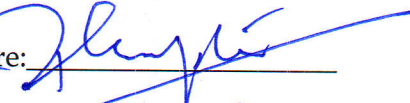
**Sub: Scrutinizer's Report on Postal Ballot and e-voting conducted pursuant to the relevant provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof).**

Dear Sir,

I, S.K Sharma of S.K Sharma & Associates, Practicing Company Secretary of Chandigarh was appointed as a Scrutinizer of PUNJAB CHEMICALS AND CROP PROTECTION LIMITED ('the Company') pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority on e-voting and Postal Ballot as per the provision of Companies Act, 2013 on the Resolution as embodied in the notice to the Postal Ballot dated 23<sup>rd</sup> February, 2015 to approve "Remuneration to Shri Avtar Singh as the Whole Time Director of the Company" as a Special Resolution.

I SUBMIT MY REPORT AS UNDER:

1. The evoting period remained open from Sunday, the 8<sup>th</sup> March, 2015 (9:00 a.m) to Monday, the 6<sup>th</sup> April, 2015 (5:00 p.m).
2. The shareholders holding shares either in physical form or dematerialized form as on the "cut-off" date i.e 20<sup>th</sup> February, 2015 were entitled to vote electronically on the proposed Resolution item no. 1 as set out in the Notice of Postal Ballot of the Company.
3. The votes were unblocked on 6<sup>th</sup> April, 2015 after 5:00 p.m in the presence of Mr. Deepak Gupta and Ms. Ashu Sharma, who are not the employees of the Company. they have signed below in confirmation of the votes being unblocked in their presence:

Signature: 

Name: DEEPAK GUPTA

Signature: 

Name: Ashu Sharma

4. The physical postal ballots were received upto 5:00 p.m on 6<sup>th</sup> April, 2015 through self-addressed business reply envelopes.
5. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited.



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6. The results of the Postal Ballot and e-voting are as under:

Resolution 1 : Remuneration to Shri Avtar Singh, Whole Time Director of the Company

Particulars	Number of Members Voted	Number of Shares	% of total paid up Equity Capital
Total votes polled through e-voting	42	1656003	13.50%
Total votes polled through Postal Ballot	88	7032490	57.35%
Total votes polled	130	8688493	70.85%
Less:			
Invalid Votes polled through e-voting	2	11123	0.09%
Invalid Votes polled through postal ballot	5	10	0.00%
Net Valid Votes cast	123	8677360	70.76%

i) Voted in favour of the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
38	1640534	80	7032432	8672966	99.95%

ii) Voted against the Resolution:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot	% of total number of valid votes cast
2	4346	3	48	4394	0.05%

iii) Invalid votes:

Number of Members voted in E-voting	Number of votes cast (shares) in E-voting	Number of Members/ Proxies voted in Postal Ballot	Number of votes cast (shares) in Postal ballot	Total number of votes cast through E-voting and Postal Ballot
2	11123	5	10	11133

7. The Resolution has been passed by the requisite majority since more than three-fourth of the votes are being casted in favour of the Resolution.

8. You may accordingly, declare result of the voting by postal ballot.

**#1219, Universal Society, Sector - 48B, Chandigarh**  
**Tel. No.: 0172-4617819, Mobile No.: 09888516938**



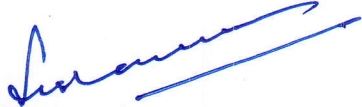


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9. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking you,

Yours faithfully,  
For S.K. SHARMA & ASSOCIATES



(S.K. SHARMA)  
PRACTICING COMPANY SECRETARY  
FCS NO.: 374, C.P. NO. 3864



Place: Chandigarh  
Date: 8<sup>th</sup> April, 2015